

No. MCG-OCS-2569-017

11 May 2026

Subject: Invitation to attend the Extraordinary General Meeting of Shareholders No. 1/2026**To** Shareholders**Attachments**

1. Information Memorandum regarding the Connected Transaction and the Acquisition of Assets
2. Report on the opinion of the Independent Financial Advisor (IFA)
3. Company's Articles of Association Relating to the General Meeting of Shareholders
4. Acceptance form for the invitation of online meeting
5. Procedures for attending the shareholders' meeting via electronic media (E-MEETING)
6. Profiles of the Independent Directors Nominated by the Company to Act as Proxy for Shareholders
7. Instruction for Downloading the Meeting Documents by Scanning QR Code
8. Proxy Form A, B, C as specified by Department of Business Development, Ministry of Commerce
9. Advance Question Submission Form for the EGM No. 1/2026
10. Privacy Notice Pursuant to the Personal Data Protection Act B.E. 2562 (2019)
11. Contact Information

The Board of Directors Meeting on April 8, 2026, resolved that the Extraordinary General Meeting of Shareholders No. 1/2026 shall be held **on Tuesday, June 9, 2026 at 14:00 hours via electronic media (E-Meeting) only**, in compliance with the rules and regulations specified by the law relating to meetings via electronic media (E-Meeting) and that the meeting control system for live broadcasting will be at The MC GROUP Public Company Limited, studio room, 4 Sukhaphiban 2 Soi 7, Prawet District, Bangkok, to consider matters according to the agenda together with the Board of Directors' opinions as follows:

Agenda 1 To consider and approve the purchase of land from a connected person and the construction of a Packing Center, which constitute a connected transaction and an acquisition of assets.

Objective and Rationale: The Special Meeting of the Board of Directors No. 1/2026, held on 8 April 2026 (excluding interested directors), resolved to approve and propose to the shareholders' meeting for consideration and approval of this transaction, comprising: (1) the purchase of land from a connected person; and (2) the development of the Company's Packing Center project.

The Company intends to enter into a transaction to purchase five plots of vacant land, with a total area of 5 rai, 2 ngan, and 93 square wah, located on Sukhaphiban 2 Road, Soi 15, Prawet Subdistrict, Prawet District, Bangkok, from Ms. Sunee Seripanu (the "Seller"), who is a major shareholder and a director of the Company, at a total purchase price of Baht 123,800,000, based on the appraisal value determined by an independent property appraiser.

The said land is located adjacent to the Mc Fulfilment Center and contiguous to the land currently owned by the Company. It has strong potential for development into a fully integrated logistics operations center. The Company intends to acquire such land from the Seller in order to consolidate it with its existing land and use it as the site for the development of a new Packing Center project, to support business expansion and enhance efficiency in managing and distributing products across the Company's various sales channels.

Currently, there are six buildings on the land. The Company has no intention to utilize these existing structures, and the Seller has agreed to demolish them at the Seller's own expense and deliver the land to the Company in vacant condition.

The Company expects to enter into the land sale and purchase agreement by 30 April 2026 and will proceed with the transfer of ownership after all conditions precedent have been fully satisfied, including obtaining approval from the shareholders' meeting and completion of the demolition of the existing structures. The Company expects the transfer of ownership to be completed by September 2026. The full purchase price will be paid on the date of the ownership transfer, with no deposit or advance payment required.

For the Packing Center project, the Company has estimated the investment value for the construction of the building at approximately Baht 243,300,000. The construction will be carried out after the completion of the land ownership transfer, and operations are expected to commence around March 2028.

The selection of contractors and service providers for the Packing Center project will be from external parties who are not connected persons. However, the investment value and the expected commencement date are preliminary estimates and may be subject to change depending on project details, including construction costs to be determined through the contractor selection process in the future.

Since the seller is a major shareholder and a director of the Company, the transaction constitutes a connected transaction relating to assets or services pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2008 Re: Rules on Connected Transactions (including any amendments thereto or replacement thereof) and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (2003) (including any amendments thereto or replacement thereof) (collectively, the "Notifications on Connected Transactions").

In addition, the transaction constitutes an acquisition of assets by a listed company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (including any amendments thereto or replacement thereof) and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning the Acquisition

or Disposition of Assets B.E. 2547 (2004) (including any amendments thereto or replacement thereof) (collectively, the “Notifications on Acquisition or Disposition of Assets”). The size and details of the transaction are set out in the Information Memorandum on the Connected Transaction and Acquisition of Assets attached herewith (Attachment No. 1).

Board of Directors' opinion: The Board of Directors (excluding interested directors) and the Audit Committee have considered the details of the transaction and are of the opinion that entering into such transaction is appropriate, reasonable, and in the best interests of the Company and its shareholders as a whole. The land is strategically located and can be developed into a logistics operations center that will enhance operational efficiency and support the Company’s long-term business growth.

In addition, the Board of Directors has considered the purchase price based on the appraisal value determined by an independent property appraiser and is of the opinion that such price is appropriate and fair to the Company. The Board has also reviewed the terms and conditions of the transaction and determined that they do not place the Company at a disadvantage compared to entering into a similar transaction with external parties.

With regard to the Packing Center development project, the Board of Directors has considered the appropriateness of the investment based on the Company’s business growth outlook and current operating model. The Board is of the view that the project will support the Company’s long-term operations in terms of efficiency, operational flexibility, and the ability to accommodate an increasing volume of business activities. However, the success of the project will depend on various relevant factors, such as economic conditions, construction costs, and future product demand.

The Board of Directors therefore deems it appropriate to propose to the shareholders’ meeting to consider and approve the entering into of the said transaction, and to authorize the Chief Executive Officer or any person designated by the Chief Executive Officer to undertake any necessary actions in relation to the land acquisition in all respects. Such authority shall include, but is not limited to, the execution of agreements and related documents, as well as the registration of the land purchase with the relevant Land Office until completion, in accordance with the details as proposed above in all respects.

Vote required: Not less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote, excluding the votes of shareholders with an interest in the transaction. In this transaction, the interested shareholder is Ms. Sunee Seripanu, who holds 364,766,520 shares, representing 46.06 percent of the Company’s total issued and paid-up shares.

Agenda 2 To consider other businesses (if any)

Board of Directors' opinion: The Board has opinion that the agenda “to consider other businesses (if any)” should be included in every shareholders' meeting for shareholders to ask questions, discuss and/or provide suggestions to the Board

All shareholders are cordially invited to attend the Extraordinary General Meeting of Shareholders No. 1/2026 **via electronic media (E-Meeting) on June 9, 2026 at 14.00 hr.** The shareholders can click the link to join the meeting on June 9, 2026 from 12.00 p.m. onwards.

Shareholders who wish to attend the meeting can attend the meeting in person or appoint another person to attend and vote on their behalf at the meeting. In this case, shareholders are required to verify their identity as detailed in the conditions and procedures for registering to attend the shareholders' meeting via electronic media (E-AGM), proxy, and voting. (Details in Attachment 5) which can be done from May 11, 2026 at 8.30 a.m. onwards. After the Company checked the eligibility of the shareholders that were entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2026 as the Company had set “Record Date” on Wednesday 22 April 2026, the Company will send the link for accessing the shareholders' meeting via electronic media (E-Meeting) to shareholders via email notified to the Company.

In case that the shareholders wish to appoint an independent director of the company to attend and vote on their behalf in the meeting, please fill in your details and sign in the proxy form in **attachment No. 8.** The details of the independent directors who are the proxy representatives at the Extraordinary General Meeting of Shareholders No. 1/2026 are shown in **Attachment No. 6.** Uploading of documents for shareholder registration can be done via web link or QR code. Please also submit the original proxy form together with all supporting documents by addressing the envelope to Company Secretary Office by Tuesday 2 June 2026.

The Company would like to thank you all shareholders for your understanding and looking forward to receiving your cooperation.

Yours faithfully,

MC GROUP Public Company Limited



(Mrs. Kaisri Nuengsigkapan)

Chairman of the Board of Directors

Remark :

- The Company has published the invitation to the meeting along with accompanying documents, including Proxy Forms A, B, and C, on the website www.mcgroupnet.com. Shareholders may request these proxy forms in paper format by emailing corpsecretary@mcgroupnet.com or by calling 02-117-9999 extensions 1126 or 2502 by May 26, 2026.

- If any shareholders have questions that would like the Company to clarify, questions can be sent in advance to corpsecretary@mcgroupnet.com or call 02-117-9999 ext. 1126 / 2502 or fax 02-117-9998 or mail to the office of company secretary, Mc Group Public Company Limited, No. 2, Sukhapiban 2 Road, Soi 5, Prawet District, Prawet Sub-District, Bangkok 10250 (Advance Question Submission Form as Attachment no.9). Please specify your address or contact information clearly so that the company can contact you back. The Company will collect questions and answer the questions that are related to the agenda at the meeting. For other questions and suggestions, the Company will summarize and clarify in the minutes of the shareholders' meeting which will be disseminated through the SET's information dissemination system and the Company's website within 14 days after the meeting.

E-AGM Flowchart

